

NOTICE TO COVERED BONDHOLDERS

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16 June 2023



ACHMEA BANK N.V.

*(incorporated under the laws of the Netherlands with limited liability
and having its statutory seat in The Hague, the Netherlands)*

Legal Entity Identifier (LEI:) 724500AH42V5X8BCPE49
(the "Issuer")

and

ACHMEA CONDITIONAL PASS-THROUGH COVERED BOND COMPANY B.V.

*(incorporated under the laws of the Netherlands with limited liability
and having its statutory seat in Amsterdam, the Netherlands)*

Legal Entity Identifier (LEI:) 724500R319WSFOZJ4H59
(the "CBC" and "Guarantor")

NOTICE OF RESULTS OF MEETING

to the eligible holders of its outstanding:

	ISIN / Common Code	Outstanding Principal Amount
EUR 500,000,000 0.375 per cent. Covered Bonds due November 2024	XS1722558258 / 172255825	EUR 500,000,000
EUR 500,000,000 0.500 per cent. Covered Bonds due February 2026	XS1953778807 / 195377880	EUR 500,000,000
EUR 500,000,000 0.01 per cent. Covered Bonds due June 2025	XS2189964773 / 218996477	EUR 500,000,000

(each a "Series" and together the "Covered Bonds")

On 22 May 2023, the Issuer gave a Notice of Meeting in respect of the Covered Bonds for the purpose of soliciting a consent to the transfer of the Covered Bonds from the EUR 5,000,000,000 conditional pass-through covered bond programme of the Issuer (the "**Conditional Pass-Through Covered Bond Programme**") to the EUR 5,000,000,000 soft bullet covered bond programme of the Issuer (the "**Soft Bullet Covered Bond Programme**") by replacing the CBC as Guarantor with Achmea SB Covered Bond Company B.V. (the "**Soft Bullet CBC**") as guarantor, to modify and/or replace the Final Terms and the Conditions of all Series outstanding under the Conditional Pass-Through Covered Bond Programme (as set out in the Trust Deed and completed by the applicable Final Terms for such Series) with the final terms and conditions of the Soft Bullet Covered Bond Programme to provide that, instead of being "conditional pass-through" Covered Bonds, the Covered Bonds will instead become "soft bullet" Covered Bonds and to transfer the Transferred Assets by the CBC to the Issuer and by the Issuer to the Soft Bullet CBC, as proposed by the Issuer (the "**Proposed Amendments**") for approval by a programme resolution of the Covered Bondholders, all as further described in the consent solicitation memorandum dated 22 May 2023 (the "**Consent Solicitation Memorandum**"). The

full terms and conditions of the Consent Solicitation were contained in the Consent Solicitation Memorandum prepared by the Issuer.

A meeting of the Covered Bondholders (the "**Meeting**") was held earlier today in connection with the Consent Solicitation and the Issuer now announces the results of the Meeting.

Capitalised terms used but not defined herein shall have the meanings set out in the Consent Solicitation Memorandum.

1. RESULTS OF MEETING

The Meeting was held earlier today, and **NOTICE IS HEREBY GIVEN** to the Covered Bondholders that the Programme Resolution in relation to the Proposed Amendments was:

duly passed

in accordance with the required quorum and majority, the Eligibility Condition was satisfied in relation thereto and the Consent Solicitation has not been terminated, and accordingly, the Proposed Amendments are expected to be implemented within one (1) month from the day of the Meeting (or such later date as determined by the Issuer).

- 64.12 per cent. of the Principal Amount Outstanding was represented at the meeting.
- 99.79 per cent. of total votes validly cast were in favour of the Programme Resolution.
- 100 per cent. of total votes were cast by Eligible Covered Bondholders.

2. MISCELLANEOUS

Further information relating to the Consent Solicitation can be obtained directly from the Solicitation Agents and the Tabulation Agent:

Solicitation Agent

Barclays Bank Ireland PLC
One Molesworth Street
Dublin 2
Ireland D02 RF29

Tel.: +44 20 3134 8515

Attn.: Liability Management Group

Email: eu.lm@barclays.com

Solicitation Agent

Coöperatieve Rabobank U.A.
Croeselaan 18
3521 CB Utrecht
The Netherlands

Tel.: +31 30 216 9724

Attn.: FI DCM Origination

Email: fm.eu.dcmfi@rabobank.com

Tabulation Agent

Kroll Issuer Services Limited
The Shard, 32 London Bridge Street
London SE1 9SG
United Kingdom

Tel.: +44 207 704 0880

Attn.: David Shilson

Email: achmea@is.kroll.com

Website: <https://deals.is.kroll.com/achmea>

DISCLAIMER: This announcement must be read in conjunction with the Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to the Consent Solicitation. If any Covered Bondholder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the Proposed Amendments, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Covered Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Consent Solicitation or otherwise participate at the meeting (including any adjourned meeting) at which the Programme Resolution is to be considered.

The distribution of the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Consent Solicitation Memorandum comes are required by each of the Issuer, the CBC, the Solicitation Agents and the Tabulation Agent to inform themselves about, and to observe, any such restrictions.